

LAW OFFICES OF LOUIS E. GITOMER, LLC
600 BALTIMORE AVENUE, SUITE 301, TOWSON, MD 21204
410-296-2250 LOU@LGRAILLAW.COM

April 6, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C 20423

Dear Ms Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301

The document is a Memorandum of Lease Agreement, a primary document, dated as of April 6, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor

Banc of America Leasing & Capital, LLC
125 Dupont Drive
Providence, RI 02907

Lessees:

Compass Minerals Ogden Inc.
Compass Minerals America Inc
9900 W 109th Street, Suite 100
Overland Park, KS 66210

A description of the equipment covered by the Memorandum of Lease Agreement consists of 40 tank cars numbered NASX 21107, 21115, 21121, 21123, 21125, 21128-21132, inclusive, 21136, 21137, 21138, 21140-21158, inclusive, 21160-21164, inclusive, 21166, 21170, and 21175

Ms. Cynthia T. Brown
April 6, 2015
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A fee of \$43.00 is enclosed Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 125 Dupont Drive, Providence, RI 02907, and Compass Minerals Ogden Inc. and Compass Minerals America Inc., 9900 W 109th Street, Suite 100, Overland Park, KS 66210, covering 40 tank cars numbered NASX 21107, 21115, 21121, 21123, 21125, 21128-21132, inclusive, 21136, 21137, 21138, 21140-21158, inclusive, 21160-21164, inclusive, 21166, 21170, and 21175

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of April 6, 2015

between
COMPASS MINERALS OGDEN INC.
and
COMPASS MINERALS AMERICA INC.,
collectively and jointly and severally, as Lessee

and
BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U S C
§11301**

on _____, 2015 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 6, 2015, by and between COMPASS MINERALS OGDEN INC , a Delaware corporation ("Compass Ogden") and COMPASS MINERALS AMERICA INC , a Delaware corporation ("Compass Minerals," together with Compass Ogden, collectively and jointly and severally, the "Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement No. 19995-90001 dated as of January 6, 2015, and Schedule No 019 thereto and incorporating the terms thereof, dated as of April 1, 2015 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

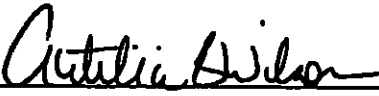
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

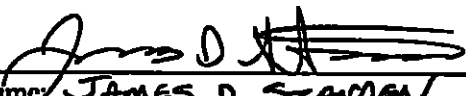
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: **Autilla B. Wilson**
Title: **Vice President**

COMPASS MINERALS OGDEN INC.
COMPASS MINERALS AMERICA INC.

By: 
Name: **JAMES D. STANDEN**
Title: **TREASURER**

STATE OF Rhode Island)
COUNTY OF Providence) ss

I HEREBY CERTIFY, that on this 6th day of April, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Antonia B. Wilson, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires:

LUCILLE CORRADO DIONNE
NOTARY PUBLIC
STATE OF RHODE ISLAND
COMMISSION EXPIRES FEB. 28, 2018

STATE OF Kansas)
) ss.
COUNTY OF Johnson)

I HEREBY CERTIFY, that on this 2nd day of April, 2015, before me, the undersigned, a Notary Public of the State of Kansas, personally appeared JAMES D. STANDEN, who acknowledged himself to be the TREASURER of each Lessee, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized TREASURER of said corporation by signing the name of the corporation by himself as the TREASURER.

AS WITNESS my hand and notarial seal.

Norma Frazier
Notary Public

My commission expires: 9-25-2018.



**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS

Forty (40) New Trinity Railroad Tank Cars

Reporting Marks	Reporting Marks
NASX-21150	NASX-21136
NASX-21151	NASX-21137
NASX-21152	NASX-21138
NASX-21153	NASX-21140
NASX-21154	NASX-21141
NASX-21155	NASX-21142
NASX-21157	NASX-21143
NASX-21160	NASX-21144
NASX-21161	NASX-21145
NASX-21164	NASX-21146
NASX-21107	NASX-21147
NASX-21115	NASX-21148
NASX-21121	NASX-21149
NASX-21123	NASX-21156
NASX-21125	NASX-21158
NASX-21128	NASX-21162
NASX-21129	NASX-21163
NASX-21130	NASX-21166
NASX-21131	NASX-21170
NASX-21132	NASX-21175